



AR19

To the Shareholders:

TAKE NOTICE that the Sixty-Fourth Annual Meeting of the holders of Common Shares of NORANDA INC. will be held in the Concert Hall at The Royal York Hotel in the City of Toronto, Ontario on Friday, the 24th day of April, 1987 at 2:30 p.m. (Toronto time) for the following purposes:

- (i) to receive reports and financial statements;
- (ii) to elect directors;
- (iii) to appoint auditors and authorize the directors to fix the remuneration of the auditors.

A copy of the reports and the financial statements to be laid before the Meeting is forwarded herewith.

Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the enclosed form of proxy in the return envelope provided.

DATED this 12th day of March, 1987.

By order of the Board,

B. H. GROSE,  
Secretary.



## MANAGEMENT INFORMATION CIRCULAR

This information circular accompanies the Notice of the Annual Meeting of the holders of Common Shares of Noranda Inc. (the "Corporation") to be held on April 24, 1987 and is **furnished in connection with the solicitation by the management of the Corporation of proxies for use at the Meeting**. The solicitation will be primarily by mail but proxies may also be solicited by regular employees of the Corporation. The cost of such solicitation will be borne by the Corporation.

The persons named in the enclosed form of proxy are officers of the Corporation. Shares represented by properly executed proxies in the enclosed form deposited with The Royal Trust Company, P.O. Box 7500, Station 'A', Toronto, Ontario, M5W 1P9 prior to the day of the Meeting or with the chairman thereof will be voted for or withheld from voting in accordance with the instructions of the shareholder on the proxy on any ballot that may be called for. In the absence of any instructions on the proxy, such shares will be voted at the Meeting:

- (i) **for the election as directors of the Corporation of the persons listed under the heading Election of Directors below; and**
- (ii) **for the appointment of Clarkson Gordon as auditors of the Corporation and to authorize the directors to fix their remuneration.**

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and other matters which may properly come before the Meeting.

A shareholder who has given a proxy may revoke it by an instrument in writing, including another proxy, executed by the shareholder or by the shareholder's attorney authorized in writing and deposited at the registered office of the Corporation at Suite 4500, Commerce Court West, Toronto, Ontario, M5L 1B6 prior to the day of the Meeting or with the chairman thereof.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

144,663,995 Common Shares, 184,445 Series A Preferred Shares, 2,016,752 Series B Preferred Shares and 17,536,885 Series C Preferred Shares of the Corporation are outstanding. Each holder of Common Shares is entitled to cumulative voting rights in the election of directors, as discussed under the heading Election of Directors below, and to one vote on all other matters to come before the Meeting for each Common Share registered in the shareholder's name on the list of holders of Common Shares prepared as of April 1, 1987 unless a person has transferred shares after April 1, 1987 and the new holder of such shares establishes proper ownership and requests the Secretary of the Corporation by April 14, 1987 to be included in the list of holders of Common Shares.

The management of the Corporation understands that Brascade Resources Inc. owns 63,655,936 Common Shares (44%), and 5,212,080 Series C Preferred Shares (29.7%) of the Corporation.

INFORMATION CIRCULAR

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ELECTION OF DIRECTORS

It is proposed to nominate the 19 persons listed below for election as directors of the Corporation to  
serve until the next annual meeting of the shareholders of the Corporation or until their successors are duly  
elected or appointed, unless any such person is not available to act as a director, in which event a substitute  
may be nominated.

Each holder of Common Shares will have the right to cast a number of votes equal to the number of  
directors to be elected in respect of each Common Share in the election of directors, and he may cast all  
such votes in favour of one nominee or distribute them among the nominees in such manner as he sees fit. If  
a shareholder votes for more than one nominee without specifying the distribution of his votes among such  
nominees, he shall be deemed to have distributed his votes equally among the nominees for whom he has  
voted. On any ballot that may be called for in the election of directors, the persons named in the enclosed  
form of proxy will cast the votes to which the shares represented by such proxy are entitled among the  
proposed nominees whose names are set forth below in such manner as such persons in their discretion  
may determine, unless the shareholder who has given such proxy has directed that the shares be otherwise  
voted or withheld from voting in the election of directors. If a shareholder who has given such proxy desires  
to distribute his votes in a particular manner, a statement to that effect, indicating the number of shares to  
be cast for each nominee for whom he wishes to vote, should be signed by the shareholder and returned  
with the enclosed form of proxy.

Proposed Nominees	Principal Occupation	Director Since	Number of Common Shares Owned March 12, 1987
J. W. Bird, Fredericton, N.B.	Chairman, J. W. Bird and Company Limited (Distributor of construction materials) and General Manager, Bird Holdings Ltd. (Property investments)	1983	4,000
*Jack L. Cockwell, Toronto, Ontario	Executive Vice-President, Brascan Limited. (Natural resources, consumer products and financial services)	1981	3,000
*J. Trevor Eyton, O.C., Q.C., Toronto, Ontario	President and Chief Executive Officer, Brascan Limited. (Natural resources, consumer products and financial services)	1981	3,000
Brian Flemming, Q.C., Halifax, Nova Scotia	Chairman, CanEast Capital Limited (Investments)	1981	1,000
Denis S. Giroux, Montreal, Quebec	Vice-President Corporate Investments, Caisse de dépôt et placement du Québec. (Investment fund management)	1985	—
David W. Kerr, Toronto, Ontario	President, Noranda Inc. and formerly Senior Vice-President, Strategic Planning of Noranda Inc. from November 1986 to March 1987; Executive Vice-President of Brascan Limited from December 1985 to November 1986; and Chief Operating Officer of Hees International Corporation prior thereto.		86,000
*Pierre Lamy, Montreal, Quebec	Economic and financial consultant.	1981	800

Proposed Nominees	Principal Occupation	Director Since	Number of Common Shares Owned March 12, 1987
**Paul M. Marshall, Calgary, Alberta	President and Chief Executive Officer, Westmin Resources Limited. (Natural resource exploration and production)	1981	500
David E. Mitchell, O.C., Calgary, Alberta	President and Chief Executive Officer, Alberta Energy Company Ltd. (Energy and industrial related projects)	1973	11,100
*André Monast, Q.C., **Quebec, Quebec	Partner, Stein, Monast, Pratte & Marseille. (Law firm)	1966	5,000
Donald S. McGiverin, Toronto, Ontario	Governor, Chairman and Director, Hudson's Bay Company. (Merchandising)	1980	4,500
*W. Darcy McKeough, **Chatham, Ontario	Company Director	1979	3,000
**Fernand Paré, Quebec, Quebec	President and General Manager, La Solidarité, Compagnie d'assurance sur la vie. (Life insurance)	1981	546
*Alfred Powis, O.C., **Toronto, Ontario	Chairman and Chief Executive Officer, Noranda Inc.	1964	71,895
Antoine Turmel, O.C. Montreal, Quebec	President, Turan Investments Inc. (Investments)	1981	14,580
H. Richard Whittall, Vancouver, British Columbia	Chairman, Placer Development Limited (Natural resource exploration and production)	1982	10,000
*William P. Wilder, **Toronto, Ontario	Chairman, The Consumers' Gas Company Ltd. (Gas utility)	1966	5,000
Harold M. Wright, C.C., Vancouver, British Columbia	Chairman, Wright Engineers Limited (Consulting and Design Engineers)	1981	1,287
*Adam H. Zimmerman, F.C.A. Toronto, Ontario	Vice-Chairman, Noranda Inc. and Chairman, Noranda Forest Inc.	1974	72,509
*Members of the Executive Committee. **Members of the Audit Committee.			

NOTE: The information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by  
the respective nominees.

## COMPENSATION OF DIRECTORS AND OFFICERS

The Corporation has 19 directors and ten executive officers.

The compensation paid to each director by the Corporation is \$7,000 per annum plus an amount for each meeting of the board of directors attended (other than any meeting held immediately following an annual meeting of shareholders) equal to \$33,250 divided by the number of directors attending such meeting. In addition, each director who is not an officer or employee of the Corporation or any of its subsidiaries receives a fee of \$875 for each meeting of any committee of the board attended.

The aggregate cash compensation paid to the executive officers by the Corporation and its subsidiaries for services rendered during the financial year ended December 31, 1986 is \$2,112,588.41.

Under the Share Purchase Plan of the Corporation, the board of directors from time to time authorizes the Corporation to make an interest-free loan to a trustee to be applied in payment of the subscription price of shares of the Corporation to be purchased by the trustee for sale to key employees designated by the board. Each employee gives the trustee a promissory note for the price of the shares sold to him and pledges the shares as collateral security for the payment of the note. Indebtedness of executive and other senior officers under the Plan during the year ended December 31, 1986 was and at present is as follows:

Name and municipality of residence	Largest amount during year ended December 31, 1986	Amount currently outstanding
Alfred Powis, O.C., Toronto, Ontario	\$ 396,215.76	\$ 396,215.76
Adam H. Zimmerman, Toronto, Ontario	290,580.63	290,580.63
E. Kendall Cork, Toronto, Ontario	192,653.88	192,653.88
Donald H. Ford, Mississauga, Ontario	183,403.88	183,403.88
Keith C. Hendrick, Toronto, Ontario	205,141.38	205,141.38
J. O. Hinds, Toronto, Ontario	188,953.88	188,953.88
R. Timothy Kenny, Buckingham, Quebec	280,321.25	280,321.25
R. Peter Riffin, Q.C., Toronto, Ontario	188,953.88	188,953.88
Wilson J. Barbour, Islington, Ontario	64,085.01	64,085.01
Bruce C. Bone, Don Mills, Ontario	61,772.51	61,772.51
Gary H. Corlett, Toronto, Ontario	40,960.01	40,960.01
Frank Frantisak, Islington, Ontario	114,262.01	114,262.01
John W. Ivany, Toronto, Ontario	50,249.51	50,249.51
Frank X. Koch, Toronto, Ontario	68,710.01	68,710.01
George M. Penna, Thornhill, Ontario	112,874.51	—
Warren E. Stubbington, Mississauga, Ontario	69,635.01	69,635.01
H. Vincent Thomson, Oakville, Ontario	68,710.01	68,710.01
Total	<u>\$2,577,483.13</u>	<u>\$2,464,608.62</u>

Under a similar stock purchase plan of Fraser Inc., Adam H. Zimmerman is presently indebted for the amount of \$16,384.00.

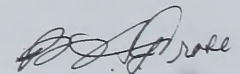
The Corporation's employment contracts with executive officers provide for the employment of the executive for an initial five-year period and consecutive two-year periods at a salary not less than the executive's salary on the effective contract date, with increases to take into account increases in the cost of living and the executive's performance. Either the Corporation or an executive officer can terminate the employment of the executive, without cause, at the end of the initial five-year period or any consecutive two-year period upon 12 months' prior notice. For cause, either party upon 90 days notice may terminate the contract. The employment of an executive is automatically terminated when the executive is incapable of discharging duties for a period of six months, retires or dies. In the event of termination of employment without cause, or by an executive for cause, the executive is entitled to a retiring allowance of up to a maximum of three times current annual remuneration and a deferred pension benefit, payable from normal retirement date, according to the retirement benefit formula provided in the retirement plan of the Corporation calculated on the basis of annual salary at the time of termination increased annually by the percentage increase in the Consumer Price Index up to normal retirement date or 10 years following termination, whichever comes first. In the event of termination due to incapacity, an executive will be paid an amount equal to two-thirds of annual remuneration until the end of the two-year period and then a regular monthly amount based on annual salary prior to termination payable until normal retirement age or death. In the event of termination due to death, the spouse of an executive will be paid an amount equal to one-half of the annual remuneration which the executive would have been paid during the remainder of the five-year or two-year (as the case may be) period. In no case shall such payment be less than the equivalent amount of the executive's then current annual salary. Upon the retirement of an executive, the executive is entitled to a pension replacement benefit equal to the difference between the retirement benefit provided in the retirement plan of the Corporation and Revenue Canada limits prevailing at the date of retirement.

## APPOINTMENT OF AUDITORS

The persons named in the form of proxy enclosed with the Notice of Meeting intend to vote for the appointment of Clarkson Gordon, Chartered Accountants, Toronto as auditors of the Corporation at a remuneration to be fixed by the directors.

The contents of this information circular and the sending thereof have been approved by the directors of the Corporation.

DATED this 12th day of March, 1987.



B. H. GROSE  
Secretary